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Attorneys for the Debtors

In re: : UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et : FOR THE DISTRICT OF NEW JERSEY
al. : CHAPTER 11
Debtors. : CASE NO. 08-14631 (GMB)
: :
: : **Hearing Date: September 30, 2008**
: : **at 2:00 p.m.**

**SUPPLEMENT TO THE FIRST AND FINAL APPLICATION OF COZEN O'CONNOR,
ATTORNEYS FOR THE DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM MARCH 16, 2008 THROUGH AUGUST 8, 2008**

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

Cozen O'Connor files this supplement to its first and final application for compensation and reimbursement of expenses (the “Final Fee Application”)¹ as attorneys to Shapes/Arch Holdings L.L.C. and its related debtor entities, the reorganized debtors (collectively the “Debtors”).² CO respectfully shows unto this Honorable Court and alleges:

1. On September 3, 2008, CO filed its Final Fee Application, requesting compensation for services rendered in the amount of \$849,821.50 and reimbursement of actual

¹ Unless otherwise defined herein, all capitalized terms shall have the same meanings ascribed to them in the Final Fee Application.

² In addition to Shapes/Arch Holdings L.L.C. (“Shapes/Arch”), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. (“Shapes”); Delair L.L.C. (“Delair”); Accu-Weld L.L.C. (“Accu-Weld”); and Ultra L.L.C. (“Ultra”).

and necessary expenses in the amount of \$25,695.17, for the period from the March 16, 2008 (the “Petition Date”) through August 8, 2008 (the “Effective Date”).

2. Subsequent to filing the Final Fee Application, CO learned of additional out-of-pocket expenses totaling \$2,704.97 (the “Additional Expenses”) that it incurred prior to the Effective Date. The Additional Expenses were not included in the Final Fee Application because these additional expenses were not “posted” to CO’s billing system until after the filing of the Final Fee Application.

3. Attached hereto is an amended Section III to the Fee Application Cover Sheet, reflecting total actual and necessary expenses of \$28,400.14 incurred during the Final Period.

WHEREFORE, your Applicant requests an award of \$849,821.50 in legal fees, together with reimbursement for out-of-pocket expenses in the amount of \$28,400.14, for a total award as attorneys for the Debtors during the Fee Application Period in the amount of \$878,221.64.

Dated: September 16, 2008

COZEN O’CONNOR, PC

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger
Jerrold N. Poslusny, Jr.

Attorneys for the Debtors

SECTION III
SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
a) Computer Assisted Legal Research	\$2,087.18
b) Facsimile (with rates) No. of Pages <u>1,920</u> Rate per Page <u>\$1.00</u> (Max. \$1.00/pg.)	\$1,920.00
c) Long Distance Telephone	\$643.20
d) In-House Reproduction No. of Pages <u>35,291</u> Rate per Page <u>.20</u> (Max. .20¢pg.)	\$7,058.20
e) Outside Reproduction	\$2,695.55
f) Outside Research 	
g) Filing/Court Fees	\$5,586.00
h) Court Reporting	\$99.77
i) Travel	\$2,226.77
j) Courier & Express Carriers (e.g. Federal Express)	\$1,559.95
k) Postage	\$1,028.45
l) Other (Explain)	
Luncheon Meeting	\$166.51
Secretarial Overtime	\$3,030.05
Newspaper Publications	\$91.23
Pacer	\$207.28
DISBURSEMENT TOTAL:	\$28,400.14